

# The Atchison, Topeka and Santa Fe Railway Company

80 E. Jackson Blvd.,  
Chicago, Illinois 60604

PLEASE STAMP AND RETURN TO SANTA FE

0-198A021

July 13, 1990

VIA AIRBORNE EXPRESS

RECORDATION NO 707 FILED 142

Mr. Sidney L. Strickland, Jr. JUL 17 1990 -9 25 AM  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423 INTERSTATE COMMERCE COMMISSION

JUL 17 1990 -9 25 AM

**INTERSTATE COMMERCE COMMISSION**

Re: The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust, Series M, Supplement No. 6,  
dated July 2, 1990

Dear Mr. Strickland:

Enclosed herewith please find an original and one counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 6, dated as of July 2, 1990, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of September 1, 1977.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 9017.

The name and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company  
80 East Jackson Boulevard  
Chicago, IL 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank  
111 West Monroe Street  
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series M, is described on Exhibit 1.

For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I would like to have returned to me bearing the recordation

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Interstate Commerce Commission  
July 13, 1990  
Page 2

information. In addition, please find a pre-addressed, stamped envelope for the convenience of returning the supplements to Santa Fe.

Enclosed please find check No. 10943924, dated July 12, 1990 for the amount of \$15.00 for payment of the Commission's prescribed recordation fee.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Stuart E. Vaughn", followed by a small "for" in a similar script.

Jeffrey R. Moreland  
Vice President-Law and  
General Counsel

SEV/TCR/dht

Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

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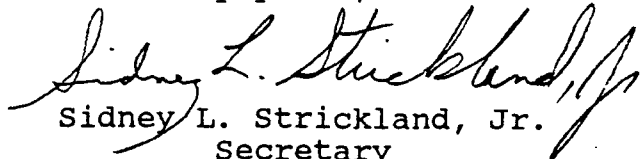
OFFICE OF THE SECRETARY

Jeffrey R. Moreland  
Vice President-Law  
The Atchison, Topeka, & Santa Fe Railway Co.  
80 E Jackson Blvd.  
Chicago, Illinois 60604

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/17/90 at 9:25am, and assigned recordation number(s). 9017-F, 11366-G, 9276-K, 10224-I, 13067-H & 8662-G

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY  
EQUIPMENT TRUST, SERIES M

RECORDATION NO. 9017 F  
FILED 1428

JUL 17 1990 -9 25 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 6, dated as of July 2, 1990, to Equipment Trust Agreement, dated as of September 1, 1977 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation (the "Company"), and Harris Trust and Savings Bank, an Illinois corporation (the "Trustee"), whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series M, is created.

WHEREAS, in accordance with Section 5.7 of the Agreement, the Company has from time to time deposited various amounts of cash (the "Replacement Funds") with the Trustee, said amounts representing the Fair Value (as such term is defined in the Agreement) of the railroad equipment included in said Equipment Trust (the "Trust Equipment") which had become worn out, unsuitable for use, lost or destroyed;

WHEREAS, Section 5.9 of the Agreement provides that the Trustee shall hold the Replacement Funds pending the delivery of additional railroad equipment (the "Additional Equipment") to be included in said Equipment Trust; and

WHEREAS, the Company desires to utilize funds remaining in Replacement Funds, if any, in acquiring the Additional Equipment.

ORIGINALS FOR  
ICC

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Parties hereto agree as follows:

1. In accordance with Section 5.2 of the Agreement, the Company shall cause the following items of railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all of its right, title and interest in the contracts for the construction of the Additional Equipment:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
16	89'4" Enclosed Bi-Level Auto Rack; Thrall Car Manufacturing, Builder Nos. 2565-2580	\$26,330	\$421,280

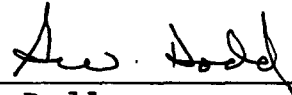
2. In accordance with Sections 5.1, 5.2 and 5.9 of the Agreement, the Additional Equipment is hereby included as a part of the Equipment, subject to all terms and conditions of the Agreement in all respects, and upon delivery the Additional Equipment will be leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND SANTA FE  
RAILWAY COMPANY

By



G. W. Dodd  
Senior Vice President-Finance  
and Chief Financial Officer

ATTEST:

  
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,  
as Trustee

By



Vice President

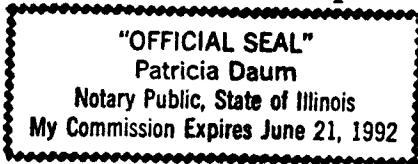
ATTEST:

  
Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS    )  
                              )   SS  
COUNTY OF COOK        )

On this 2ND day of July, 1990 before me personally appeared G. W. Dodd, to me personally known, who, being by me duly sworn, says that he is Senior Vice President-Finance and Chief Financial Officer of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



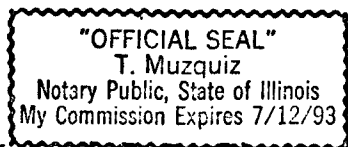
(Notarial Seal)

Patricia Daum  
Notary Public

My Commission Expires June 21, 1992

STATE OF ILLINOIS    )  
                              )   SS  
COUNTY OF COOK        )

On this 5TH day of July, 1990 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of HARRIS TRUST AND SAVINGS BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



(Notarial Seal)

T. Muzquiz  
Notary Public

My Commission Expires

Exhibit 1EQUIPMENT TRUST, SERIES M  
Dated September 1, 1977

## SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
47	3000 HP Diesel-electric Locomotives, Model C-30-7, General Electric Company, builder; Nos. 8010-8049, 8051-8057, all inclusive	\$647,550	\$30,434,850
14	2250 HP Diesel-electric Locomotives, Model B-23-7, General Electric Company, builder; Nos. 6350 to 6363, both inclusive	517,600	7,246,400
10	3500 HP Diesel-electric Locomotives, Model GP-40-X, General Motors Corporation, (Electro-Motive Division), builder; Nos. 3800 to 3809, both inclusive	556,100	5,561,000
13	2300 HP Diesel-electric Locomotives, Model GP-39-2, General Motors Corporation, (Electro-Motive Division), builder; Nos. 3669-3671, 3673-3682, all inclusive	510,150	6,631,950
15	50-ton Cabooses with roller bearing trucks and cushion underframe (Class Ce-8), International Car Company, builder; Nos. 999700-999708, 999710-999715, all inclusive	49,500	742,500
16	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; Nos. 350311 to 350326, both inclusive	37,650	602,400
9	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufacturing Company, builder; Nos. 2043-2051, both inclusive	35,433	318,897
22	2300 HP Diesel-electric Locomotives, Original GMC (EMD) Model GP39-2; ATSF, Remanufacturer; Nos. 3405 to 3426, both inclusive	440,307	9,686,754
1	3600 HP Diesel-electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF, Remanufacturer; No. 5849	516,428	516,428
2	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF, Remanufacturer; Nos. 5850 and 5851	517,572	1,035,144



21	Enclosed Bi-Level Auto Rack with End Doors (BL-8), Nos. 2359, 2360, 2361, 2366, 2367, 2368, 2370, 2372, 2373, 2374, 2376, 2380, 2394, 2395, 2396, 2397, 2398, 2401, 2404, 2405, 2406	24,965	524,265
16	89'4" Enclosed Bi-Level Auto Racks, Thrall Car Manufacturing Company, Builder; Nos. 2565 to 2580, both inclusive	26,330	<u>421,280</u>
<hr/> 186 Units		TOTAL	<u>\$63,721,868</u>

Revised  
6/28/90